



## **SharpLink Gaming, Inc.**

### **Code of Conduct**

The **SharpLink Code of Conduct** (“Code”) is one of the ways we put SharpLink Gaming, Inc.’s (“SharpLink,” the “Company,” “we,” “us,” “our,” or “ours”) values into practice. Our Code is built around the recognition that everything we do in connection with our work at SharpLink will be, and should be, measured against the highest possible standards of ethical business conduct. We set the bar high for practical as well as aspirational reasons. Our commitment to the highest standards help us hire great people, deliver high quality fan activation solutions, and attract loyal customers and business partners. Respect for our users, for the opportunity and for each other are foundational to our success and are something we need to support every day.

So please read SharpLink’s Code of Conduct and our values, and follow both in the spirit and letter, always bearing in mind that each of us has a personal responsibility to incorporate the principles of the Code and values into our work. And, if you have a question or ever think that one of your fellow SharpLink colleagues or the Company as a whole may be falling short of our commitment, please do not remain silent. We want – and need – to hear from you.

#### **Who Must Follow Our Code?**

We expect all of our employees and Board members to know and follow the Code. Failure to do so can result in disciplinary action, including termination of employment. Moreover, while the Code is specifically written for SharpLink employees and Board members, we expect members of our extended workforce (independent contractors, consultants, vendors and temps), and others who may be temporarily assigned to perform work for SharpLink, to follow the Code in connection with their work for us. Failure of a member of our extended workforce or other covered service provider to follow the Code can result in termination of their relationship with SharpLink.

#### **What If I Have a Code-Related Question or Concern?**

If you have a question or concern, do something. You can submit a question or raise a concern of a suspected violation of our Code or any other SharpLink policy by contacting your manager or SharpLink’s compliance officer and Chief Financial Officer, Robert DeLucia. If you believe a violation of law has occurred, you can always raise that through the compliance officer or with a government agency.

If you have a misconduct concern about the CEO or a direct report to the CEO, you may also notify the Audit Committee of SharpLink’s Board of Directors. To notify the Audit Committee, please mail your concern to:

SharpLink Gaming, Inc.  
Attention: Workplace Concern  
333 Washington Avenue North  
Suite 104  
Minneapolis, Minnesota 55401

You may report your concerns to the Audit Committee anonymously. However, the Audit Committee encourages you to provide your name and contact information so that we may contact you directly, if necessary.

### **No Retaliation**

SharpLink prohibits retaliation against any worker at SharpLink who reports or participates in an investigation of a possible violation of our Code, policies or laws. If you believe you are being retaliated against, please contact and inform our Audit Committee.

#### **I. Serve Our Users**

Our customers and business partners (collectively, our “users”) value SharpLink not only because we deliver great products and services, but because we hold ourselves to a higher standard in how we treat users and operate more generally. Keeping the following principles in mind will help us to maintain that high standard:

- a. **Integrity.** Our reputation as a company that our users can trust is our most valuable asset, and it is up to all of us to make sure that we continually earn that trust. All of our communications and other interactions with our users should increase their trust in us.
- b. **Usefulness.** Our products and services should make SharpLink more useful for all our users. We have many different types of users, from individuals to large businesses, but one guiding principle: “Is what we are offering useful?”
- c. **Privacy, Security and Freedom of Expression.** Always remember that we are asking users to trust us with their personal information. Preserving that trust requires that each of us respect and protect the privacy and security of that information. Our security procedures strictly limit access to and use of users’ personal information and require that each of us take measures to protect user data from unauthorized access. Know your responsibilities under these procedures, and collect, use and access user personal information only as authorized by our privacy policies and applicable data protection laws.

SharpLink is committed to advancing privacy and freedom of expression for our users around the world. Where user privacy and freedom of expression face government challenges, we seek to implement internationally recognized standards that respect those rights as we develop products, do business in diverse markets, and respond to

government requests to access user information or remove user content. Contact SharpLink's compliance officer if you have questions on implementing these standards in connection with what you do at SharpLink.

- d. **Responsiveness.** Part of being useful and honest is being responsive. We recognize relevant user feedback when we see it, and we do something about it. We take pride in responding to communications from our users, whether questions, problems or compliments. If something is broken, we fix it.
- e. **Take Action.** Any time you feel our users are not being well served, don't be silent. Let someone in the Company know about it. Continually improving our products and services takes all of us, and we're proud that we champion our users and take the initiative to step forward when the interests of our users are at stake.

## II. Support and Respect Each Other

- a. **Our Principles.** As part of SharpLink, we all share an unwavering commitment to prohibiting and effectively responding to harassment, discrimination, misconduct, abusive conduct and retaliation. To that end, SharpLink adheres to the following Guiding Principles:
  - i. **Commitment:** SharpLink sets a tone at the top of commitment to a respectful, safe and inclusive working environment for all employees and members of our extended workforce.
  - ii. **Care:** SharpLink creates an environment with an emphasis on respect for each individual at all levels of our organization, including specifically offering assistance and showing empathy to employees and members of our extended workforce throughout and after the complaint process.
  - iii. **Transparency:** SharpLink is open and transparent as an organization regarding the frequency with which complaints arise regarding harassment, discrimination, misconduct, abusive conduct and retaliation; and the Company's approach to investigating and responding to those allegations.
  - iv. **Fairness and Consistency:** SharpLink ensures that individuals are treated respectfully, fairly and compassionately in all aspects of our interactions and applies policies, procedures and outcomes consistently regardless of who is involved.
  - v. **Accountability:** SharpLink holds all individuals responsible for their actions and ensures that, where appropriate, those individuals hold others accountable too.

b. **Our Practice.** Consistent with our Principles, SharpLink employees and extended workforce are expected to do their utmost to create a supportive work environment, where everyone has the opportunity to reach their fullest potential, and be free from harassment, intimidation, bias and unlawful discrimination.

- i. **Equal Opportunity Employment:** Employment by SharpLink is based solely upon individual merit and qualifications directly related to professional competence. We strictly prohibit unlawful discrimination or harassment on the basis of race, color, religion, veteran status, national origin, ancestry, pregnancy status, sex, gender identity or expression, age, marital status, mental or physical disability, medical condition, sexual orientation or any other characteristics protected by law. We also make all reasonable accommodations to meet our obligations under laws protecting the rights of the disabled.
- ii. **Harassment, Discrimination, and Bullying:** SharpLink prohibits discrimination, harassment and bullying in any form – verbal, physical or visual. If you believe you've been bullied, harassed or discriminated against by anyone at SharpLink, or by one of our partners or vendors, we strongly encourage you to immediately report the incident to your manager immediately. Similarly, Managers who learn of any such incident should immediately report it to the Compliance Officer, who will promptly and thoroughly investigate any complaints and take appropriate action.
- iii. **Drugs and Alcohol:** Our position on substance abuse is simple: It is incompatible with the health and safety of our employees, and we don't permit it. Consumption of alcohol is not banned at our offices but use good judgment and never drink in a way that leads to impaired performance or inappropriate behavior, endangers the safety of others or violates the law. Illegal drugs in our offices or at sponsored events are strictly prohibited. If a manager has reasonable suspicion to believe that an employee's use of drugs and/or alcohol may adversely affect the employee's job performance or the safety of the employee or others in the workplace, the manager may request an alcohol and/or drug screening. A reasonable suspicion may be based on objective symptoms such as the employee's appearance, behavior or speech.
- iv. **Safe and Healthy Workplace:** We are committed to a safe, healthy and violence-free work environment. Behavior that poses risk to the safety, health or security of our employees, our extended workforce or visitors is prohibited. If you become aware of a risk to the safety, health or security of our workplace, you should report it to your manager immediately. If it is life-threatening or an emergency, call your local police, fire, or other emergency responders first, and then report it to your manager or the Compliance Officer.

- III. **Avoid Conflicts of Interest:** When you are in a situation in which competing loyalties could cause you to pursue a personal benefit for you, your friends or your family at the expense of SharpLink or our users, you may be faced with a conflict of interest. All of us should avoid conflicts of interest and circumstances that reasonably present the appearance of a conflict.

When considering a course of action, ask yourself whether the action you're considering could create an incentive for you, or appear to others to create an incentive for you, to benefit yourself, your friends or family, or an associated business at the expense of SharpLink. If the answer is "yes," the action you're considering is likely to create a conflict of interest situation, and you should avoid it.

- IV. **Environmental Responsibility:** We are committed to operating and to providing products and services in an environmentally responsible and sustainable manner. We follow applicable laws and regulations related to the environment. We strive to follow best practices and minimize our environmental impact in ways that are relevant to our business and important to the communities we serve.

- V. **Community Support:** We participate in activities to make our communities better places to live, work and grow. We strengthen our communities by providing good jobs, donating our time and talents, supporting underserved populations and promoting educational programs that create economic opportunity.

- VI. **Integrity of Financial Records and Public Disclosure:** Our financial records serve as a basis for managing our business and fulfilling our responsibilities to shareholders, our employees and other stakeholders. The integrity of our financial records is also important to our compliance with accounting, tax and public disclosure laws and regulations and other requirements.

We are committed to maintaining accurate and complete financial records and to full, fair, accurate, timely and understandable disclosure in reports and documents that are filed with the U.S. Securities and Exchange Commission and other regulatory bodies or are otherwise made publicly available. Individually, we are all responsible for recording clear, accurate and honest information in all Company records that we produce, such as expense reports, financial statements and public disclosure documents. If you have any concerns about questionable accounting or audit matters, you should immediately contact our Compliance Offices or Audit Committee. You may submit your concerns anonymously where permitted by law. It is essential for the Company to learn about possible accounting or audit concerns so we can investigate them promptly. When in doubt, speak up. The Company does not tolerate any acts of retaliation for good faith reports of accounting or audit concerns.

VII. **Insider Trading:** In the course of business, you may learn confidential information about the Company or about other publicly traded companies that is not available to the public. Don't share material nonpublic information with anyone, including coworkers (unless it is essential for Company-related business), friends or family. Buying or selling the stock of a publicly traded company while aware of material nonpublic information or sharing such information with others who then buy or sell the stock ("tipping"), is prohibited by various laws, and even casual conversations could be viewed as illegal "tipping" of inside information.

Material information is the kind of information a reasonable investor would take into consideration when deciding whether to buy, sell or hold a stock. Examples of information about a company that may be material are:

- Acquisitions, joint ventures and other major transactions;
- The gain or loss of a significant distributor or renewal of a significant distribution agreement;
- Development of a significant new program or product;
- A significant expansion or cutback of operations;
- Changes in strategic direction such as entering new markets;
- Senior personnel or management changes; or
- A major lawsuit.

Some employees may be subject to blackout periods during which they cannot buy or sell Company stock. You will be notified if a blackout restriction applies to you. For more information, please refer to SharpLink's Insider Trading Policy.

VIII. **Misuse of Funds and Fraud:** We are each personally responsible for safeguarding SharpLink's assets and making sure that Company resources are used responsibly and appropriately. Do not use SharpLink resources to engage in fraud, theft, embezzlement, misappropriation, money laundering, tax evasion or any other action that violates applicable laws and regulations. Involvement in such activities undermines our integrity, damages our reputation and exposes the Company and the individuals involved to severe penalties. Additionally, only use facilities, materials and equipment for authorized purposes related to your job and be sure to report any suspicious financial transactions and activities to your manager, our Compliance Officer or the Audit Committee.

IX. **Anti-Bribery & Anti-Corruption:** SharpLink is committed to complying with all applicable anti-corruption laws. We strictly prohibit giving, offering, authorizing or taking bribes in any circumstance. This includes bribery of private individuals, as well as bribery of government officials. Such actions are unethical, illegal and will not be tolerated. The laws of the U.S. and many other countries strictly prohibit corrupt payments or bribes to government officials to obtain a business advantage. These are criminal laws with serious consequences if an employee or the Company is found to have violated them. The Company may also be held

liable for the conduct of its business partners acting on its behalf (including agents, consultants, partners, joint ventures and other entities in which the Company has an ownership interest). So, choose and monitor third parties carefully, and never ask someone to do something that you are prohibited from doing yourself.

X. **Fair Competition.** SharpLink believes in free and open competition. We don't engage in improper practices that may limit competition or look to gain competitive advantages through unethical or illegal business practices.

- Don't talk with competitors about hiring or soliciting new employees, setting prices, bidding for rights, negotiating with partners in common or dividing up customers, suppliers or markets.
- Don't take actions that are motivated solely by the desire to drive a competitor out of business. Instead, strive to compete aggressively to provide the best products and services at the best prices.
- Avoid the following and, if you see or suspect that anyone is engaging in these activities, report it: 1) Sharing our Company's competitively sensitive information or that of our partners or other third parties with a competitor; 2) Obtaining, or attempting to obtain, nonpublic information about competitors, including from new hires or candidates for employment; and 3) Accepting information about competitors when unsure if it is protected by a confidentiality agreement or policy or as a trade secret.

XI. **Communicating with the Public:** SharpLink is committed to maintaining honest, professional and lawful internal and public communications and recognizes the need for a consistent voice when issuing statements about the Company or providing information to the public. For this reason, it is important that only authorized persons speak on behalf of SharpLink with media personnel, investors, stock analysts and other members of the financial community.

As a public company, we are committed to meeting our obligations of full, fair and timely disclosure in all reports and documents that describe our business and financial results, and other public communications. Remember:

- Do not speak in public (for example, on a panel) about the Company or write articles about your work at SharpLink for professional journals without the prior approval of SharpLink's Chief Executive Officer or Compliance Officer.
- Do not speak "off the record" to journalists or analysts who ask you for information about the Company or our business partners without the prior approval of the Chief Executive Officer or Compliance Officer.

XII. **Political Activity:** SharpLink's employees and extended workforce have the right to voluntarily participate in the political process, including making personal political

contributions and engaging in personal volunteer political activity. You must, however, always make it clear that your personal views and actions are not those of SharpLink, and you must not use Company funds or resources for any political purpose without proper authorization.

XIII. **Company Resources:** Each of us relies on SharpLink's resources to do our jobs, and we are personally responsible for safeguarding them and protecting them from theft, fraud, waste and misuse. Such resources include funds, facilities, equipment, networks, information systems (including email and voicemail) and supplies. Personal use of these resources is discouraged, but where permitted, should be kept to a minimum and have no adverse effect on productivity and the work environment.

- Never use Company resources for activities that are improper or illegal.
- Use your Corporate credit card only for permitted purposes.
- Be a good steward of our equipment, networks, and information systems.
- Do not use them to create, store or send pirated content or content that others might find offensive.
- Do not share passwords or allow other people, including friends and family, to use them.
- Be careful when clicking on hyperlinks or responding to requests from external or unknown third parties.
- Do not leave devices storing Company information unattended, and do not access sensitive Company information when on an unsecured connection.

XIV. **Conclusion:** SharpLink aspires to be a different kind of company. It's impossible to spell out every possible ethical scenario we might encounter. Instead, we rely on one another's good judgement to uphold a high standard of integrity for ourselves and our company. We expect all SharpLink employees and members of our extended workforce to be guided by both the letter and the spirit of this Code.